



# Code of Business Conduct

This document is Dialog's Code of Business Conduct. It tells you about how we do business worldwide, and your responsibilities.

It is important for all employees to read and comply with this document.

## Table of contents

Introduction	i
Your personal responsibilities (1-10)	1
Your responsibilities to Dialog (11-18)	5
Business and customer relationships (19-32)	8
Governments and communities (33-40)	12

# Introduction

## Table of Contents

	Page
1. Conflicts of Interest	1
2. Outside Employment	1
3. Workplace Relationships	2
4. Buying and Selling Shares	2
5. Discrimination	3
6. Personal Information	3
7. Workplace Privacy	3
8. External Communication	4
9. Publishing Articles	4
10. Drugs and Alcohol	4
11. Protecting Assets	5
12. Dialog Information	5
13. Branding / Trademarks	5
14. Inventions / Patents	6
15. Technical Standards	6
16. Records and Reports	6
17. Fraud and Deception	6
18. Record Retention	7
19 Customer Focus	8
20 Customer Information	8
21 Non-Disclosure	8
22 Business Intelligence	8
23 Intellectual Property	8
24 Copyright Material	9
25 Hospitality / Gifts	9
26 Business Expenses	9
27 Money Laundering	10
28 Side Deals	10
29 Competition Practices	10
30 Endorsements	11
31 Open Source Software	11
32 Supply Chain	11
33 Government Customers	12
34 Bribery / Corruption	12
35 Political Contributions	12
36 Trade Restrictions	12
37 EH&S	13
38 Charitable Donations	13
39 Community Activities	13
40 Public Positions	13
Taking Action	14

### In the next section...

The next section of this document, items 1-10, is all about your personal responsibilities.

In the Spirit of Dialog, we conduct business ethically, honestly, and in full compliance with applicable laws and regulations. This applies to every business decision in every area of Dialog worldwide. This document is Dialog's Code of Business Conduct, which covers basic legal and ethical requirements and principles for carrying out business.

Dialog's principles of business conduct define the way we do business worldwide. These principles are:

- **Honesty.** Demonstrate openness, integrity and high ethical standards in all business dealings.
- **Respect.** Treat customers, suppliers, employees and others with respect and courtesy.
- **Confidentiality.** Protect the confidentiality of Dialog's information and the information of our customers, suppliers and employees.
- **Compliance.** Ensure that business decisions comply with applicable laws, rules and regulations.

As part of this, you are expected to:

- **Comply** with Dialog's Code of Business Conduct, our principles, and all applicable legal requirements.
- **Use good judgment.** Apply this Code, review our policies, review legal requirements, seek advice, and then decide what to do.
- **Speak up.** If you have knowledge of a possible violation of Dialog's Code of Business Conduct or principles, other Dialog policies, or legal or regulatory requirements, you must notify one or more of the following (depending on the situation): your manager or their manager, HR, Finance or Legal (legal@diasemi.com), or contact the Business Conduct Hotline.
- **Ask questions.** When in doubt about how to proceed, discuss it with your manager or their manager, your HR representative, Finance or Legal.

Dialog's Code of Business Conduct and principles apply to employees, directors, independent contractors, consultants, suppliers and others who do business with Dialog. If you are a line manager, we expect you to be a role model for the Code of Business Conduct, ensure your team members are familiar with it, and hold them accountable for complying with it.

Failure to comply with Dialog's Code of Business Conduct, or failure to report a violation, may result in disciplinary action up to and including termination of employment or the end of your working relationship with Dialog.

Dialog will not retaliate—and will not tolerate retaliation—against any individual for filing a good-faith complaint with management, HR, Legal, Internal Audit, Finance or the Business Conduct Hotline, or for participating in the investigation of any such complaint.

Sincerely,  
Jalal Bagherli, CEO

# 1. Conflicts of interest

## *Is it OK to....?*

---

*... invite a family member or relative to apply for a job at Dialog?*

*Yes, we encourage employee referrals but they need to go through the normal recruitment process. Hiring them directly is not allowed.*

## *Is it OK to....?*

---

*... invite people you know to bid or pitch to Dialog for contracts?*

*Yes, but you need to ensure that they go through an appropriate procurement process to ensure openness and transparency. You should always make sure that there is an approved contract in place.*

# 2. Outside Employment and Inventions

## *Is it OK to....?*

---

*... do occasional contract work for another company in an unrelated field while working at Dialog if my employment agreement does not prohibit it?*

*Yes, providing you comply with the Code restrictions and notify your manager and Human Resources.*

A conflict of interest is any personal or professional activity that is inconsistent with or opposed to Dialog's best interests, or that gives the appearance of impropriety or divided loyalty. Avoid any situation that creates a real or perceived conflict between your personal interests and those of Dialog. Even when nothing wrong is intended, the appearance of a conflict can have negative effects. Consider how your actions might look to others. Use good judgment, and if you are unsure about a potential conflict, talk to your manager, or contact HR or Legal.

Do not conduct Dialog business with family members, relatives, or others with whom you have a significant personal relationship or entities in which you have a significant financial position. In rare cases where exceptions may be appropriate, written approval from the senior vice president of your business area and the Legal department is required.

You shouldn't use your position at Dialog to obtain favored treatment for yourself, family members, or others with whom you have a significant relationship or entities in which you have a significant financial position. This applies to purchases or sales, investment opportunities, hiring, promoting, selecting contractors or suppliers, and any other business matter. If you believe you have a potential conflict involving a family member or other individual or entity, disclose it to your manager and Legal.

All Dialog employees must notify their manager and Human Resources before taking any employment outside of Dialog (if other employment is permitted by your employment agreement and local policies). In addition, any employee (full-time or part-time) who obtains additional outside employment, has an outside business, or is working on an invention must not:

- Use any time at work or any Dialog assets for your other job, outside business, or invention. This includes Dialog workspace, email, phones, computers, internet access, printers, and any other Dialog assets.
- Use your position at Dialog to solicit work for your outside business or other employer, to obtain favored treatment, or to pressure others to assist you in working on your invention or buying or selling your products or services.
- Participate in an outside employment activity that could have an adverse effect on your ability to perform your duties at Dialog.
- Use confidential Dialog information to benefit your other employer, outside business, or invention.

Before participating in inventions or businesses that are in the same area as your work for Dialog or that compete with or relate to Dialog's present or reasonably anticipated business, products, or services, you must have written permission from a) your manager, b) the senior vice president of your organization and c) Dialog's General Counsel.

### 3. Workplace relationships

*Is it OK to....?*

---

*... be in a romantic relationship with another Dialog employee?*

*Yes. But if there is the potential for conflict of interest (or the appearance of conflict of interest) you must notify HR.*

### 4. Buying and Selling Shares

*Is it OK to....?*

---

*... use my knowledge of Dialog to buy or sell, or advise my friends to buy or sell, Dialog stock?*

*In general the answer to this is no.*

*Is it OK to....?*

---

*... sell shares in a closed period if I really need the money?*

*No. Also, it is your responsibility to be aware of Dialog's closed period.*

Personal relationships in the workplace may present actual or perceived conflicts of interest when one individual in the relationship is in a position to make or influence employment or business decisions regarding the other. If you find yourself in such a relationship, you must notify Human Resources so they may assist you in resolving any potential conflicts. Employees should not allow their relationships to disrupt the workplace or interfere with their work or judgment.

Never buy or sell shares if you know of information that has not been publicly announced which could have an effect on the value of the shares. This applies to decisions to buy or sell Dialog shares or third party shares, such as the shares of a Dialog supplier, vendor, customer or acquisition target. It is also against Dialog policy and may be illegal to give others, such as friends and family, tips on when to buy or sell shares when aware of material, non-public information concerning those shares. Violations may result in disciplinary action up to and including termination of employment as well as criminal prosecution which may result in fines and/or imprisonment.

In addition, you are not allowed to invest in derivatives of Dialog shares, including hedging transactions and transactions involving options, warrants, puts, or calls or similar instruments related to Dialog shares. (This excludes employees holding, exercising or selling option or RSU grants from Dialog.)

All Dialog employees and directors are subject to closed periods during which you are not allowed to buy or sell Dialog shares. Dialog's quarterly closed periods begin fourteen days prior to the end of a financial quarter and end forty-eight hours after the announcement of Dialog's financial results for that quarter. Dialog may announce additional closed trading periods on an individual, group or company-wide basis under specific circumstances. Even if you are not in a closed period, it is illegal to buy or sell shares on the basis of or when aware of material, non-public information.

See Dialog's Code of Dealing for more information and refer specific questions on buying and selling shares to Legal.

## 5. Harassment and Discrimination

### *Is it OK to....?*

---

*...make jokes with sexual innuendo or racial stereotypes even if everyone listening laughs?*

*No, jokes or comments with sexual innuendo or racial stereotypes are not appropriate.*

## 6. Confidential Personal Information

## 7. Workplace Privacy

### *Is it OK to....?*

---

*...use my Dialog laptop to read personal email at lunch?*

*Yes, you can use our electronic equipment for incidental personal matters. But because you are using Dialog equipment, we may have the right to monitor or intercept that communication. Employees in Germany must sign a User Consent Form to use Dialog systems or network for personal reasons.*

Dialog encourages a creative, culturally diverse, and supportive work environment. Dialog is committed to providing a workplace free of discrimination based on such factors as race, ethnicity, religion, sex, national origin, marital status, age, sexual orientation, gender identity characteristics or expression, genetic information, physical or mental disability, pregnancy, medical condition, or any other basis protected by local law. Dialog will not tolerate discrimination, harassment, abuse or threat of violence against Dialog employees or non-employees with whom we have a business, service, or professional relationship. Harassment can include slurs, offensive remarks, jokes, non-verbal, electronic or physical conduct that could create an intimidating, hostile or offensive work environment. This applies to interactions with employees, customers, suppliers, and applicants for employment, and any other interactions where you represent Dialog.

If you feel that you have been harassed or discriminated against or have witnessed such behavior, report the incident to any member of HR, any supervisor or manager, up to, and including, the CEO, Legal or the Business Conduct Hotline, as appropriate.

As part of your job, you may have access to personal information regarding other Dialog employees or applicants, including information regarding their employment history, personal contact information, compensation, health information, or performance and disciplinary matters. You may also have access to individual data, such as personal contact information, for people employed by customers or suppliers. This information is confidential and should be shared only with those who have a business reason to know the information. It should not be shared outside Dialog unless there is a legal or business reason to share the information and you have approval from your manager. See Dialog's Global Data Privacy Policy for more information and refer specific questions to HR, IT or Legal.

As a Dialog employee, it's important you understand (subject to local law and regulation as well as Dialog's internal review process) that Dialog may take the following steps when you access Dialog's network or systems or use any device, regardless of ownership, to conduct Dialog business:

- Access, search, monitor, and archive all data and messages sent, accessed, viewed, or stored (including voicemail and personal accounts).
- Conduct physical, video, or electronic surveillance, search your workspace (such as file cabinets, desks, and offices, even if locked), review phone records, or search any non-Dialog property (e.g. backpacks, purses) on company premises.
- Inspect and review the contents of your Dialog equipment.
- Disclose to law enforcement or third parties without prior notice information discovered during any search that indicates possible unlawful behavior or matters subject to litigation.

See Dialog's IT Acceptable Use Policy for more information and refer specific questions to IT, HR or Legal.

[www.dialog-semiconductor.com](http://www.dialog-semiconductor.com)

## 8. External Communication, Public Speaking and Press Inquiries

## 9. Publishing Articles

## 10. Alcohol, Drugs, and a Smoke Free Workplace

### *Is it OK to....?*

---

*...take non-prescription or prescription medicines at work?*

*Yes, you can take non-prescription medications such as headache tablets, anti-allergy, insulin as well as other medications prescribed to you by your doctor at work providing you do so under safe conditions.*

### *In the next section...*

---

*The next section, items 11-18, is all about your responsibilities to Dialog.*

All public speaking engagements that relate to Dialog's business or products must be pre-approved by your SVP and, if there is potential for media coverage, Corporate Communications. If you receive approval to make a public presentation at a business meeting or conference, you may not request or accept any form of financial compensation, except expenses approved by your manager. Sometimes you may be given a small gift as a 'thank you'. Provided this does not contravene our gift guidelines (see later in this Code), you may accept.

All inquiries from the media or the financial analyst community must be referred to Corporate Communications or Investor Relations. You must not post messages to any public discussions such as chat rooms, blogs, bulletin boards, or similar open public forums on the internet of information which is confidential to Dialog or likely to influence the share price.

If you author or co-author an article or publication (including publication on websites or social media) which relates to Dialog's products and services, do not identify yourself in the publication as a Dialog employee without prior approval from Corporate Communications. In addition, in some cases where the content relates to Dialog's technology, such publications may require Senior Vice President and Legal approval. If you are writing or speaking in a personal capacity, make it clear that you are not speaking on behalf of Dialog.

Employees are prohibited from manufacturing, distributing, dispensing, possessing, using, or being under the influence of illegal drugs in the workplace or during work hours. Use of alcohol or medications on the job or before work can cause safety issues, damage customer relations, and hurt productivity and innovation. Consumption of alcohol during work hours is prohibited, unless at an organized work social function or business meal. Use good judgment and keep in mind that you are expected to comply with all laws and perform to your full ability when working for Dialog.

Dialog is committed to a smoke free and vaping free working environment. Smoking and vaping are not permitted in Dialog work areas, except as may be permitted in limited designated areas according to local policies and regulations.



## 11. Protecting Dialog's Assets and Information

### *Is it OK to....?*

---

*...do my work, or talk about work in a train, airplane, or taxi, etc.?*

*When in doubt, don't. You should only do this if you are confident that no one can see or overhear what you are working on or discussing. You should not do confidential work in a place where you can be overheard or your computer can be seen by others. Consider use of privacy laptop screens as appropriate.*

## 12. Confidential Dialog Information

## 13. Dialog Identity and Trademarks

We all have an obligation to protect Dialog's property and confidential information and to abide by the following guidelines:

- Watch what you say. Being aware of who is around you, and what they might learn from you is an important way we all protect Dialog's business and technology secrets and our customers' confidential information. Don't let Dialog's or our customers' secrets fall into the wrong hands.
- Protect our assets. Keeping track of Dialog assets and information entrusted to you, and preventing opportunities for loss, misuse, waste, or theft of Dialog property is everyone's responsibility. Take precautions to safeguard Dialog's information system security. For example, maintain secrecy of your company passwords, be careful of emails from unfamiliar sources, control access to your IT devices, avoid using personal accounts or devices for Dialog business, double check distribution lists and attachments before sending emails containing confidential information.
- Set the example. Behaviors are contagious. Be a model for your co-workers and our partners. For example, follow our procurement procedures when acquiring goods or services, comply with Dialog's authorization procedures (see the General Authorisation Policy) and use Dialog's assets only for legal and ethical purposes.

One of Dialog's greatest assets is information about our technology, methodology, products and our customers' products and plans. Do not disclose confidential, operational, financial, trade secret or other business information without verifying with your manager that such disclosure is appropriate. Typically, disclosure of this information is very limited, and the information may be shared with customers, vendors, suppliers, or other third parties only after a non-disclosure agreement is in place. Avoid consulting or advisory requests by third parties for expert "industry" information or advice which relate to Dialog's business or technology. Never post Dialog's confidential information on personal social media sites. Even within Dialog, confidential information should be shared only on a need-to-know basis. For more information see Dialog's Confidential Information Classification and Labelling Guidelines and Confidential Information and Intellectual Property Policy and the confidentiality provisions of your employment agreement or related agreements as applicable.

The Dialog name, names of products and logos collectively create the Dialog identity. Before publicly using the Dialog name, trademarks, product names, service names, taglines, or the Dialog logo, review Dialog's Brand Identity Guidelines for how names and logos can be used and presented. Before using the product names, service names, taglines, or logos of third parties, check with Corporate Communications or Legal.

## 14. Dialog Inventions, Patents, & Copyrights

Dialog's practice is to consider patenting the inventions of its employees, regardless of whether the inventions are implemented in actual products. If you are involved in technology, methodology or product development, you should contact Dialog's Intellectual Property Strategy group regarding the patentability of your innovations. Be alert to possible infringement of Dialog's patents and bring any possible infringements directly to Legal.

See Dialog's Confidential Information and Intellectual Property Policy for more information and refer any questions to Dialog's Intellectual Property Strategy group or Legal.

## 15. Activities Related to Technical Standards

There are numerous organizations that develop or promote technical standards (such as IEEE). Joining or contributing to such groups can put Dialog's intellectual property at risk of disclosure and implicit or explicit licensing obligations associated with technical standards and standards setting organizations. Before engaging in activities related to technical standards, including, for example, joining a standards organization or working group, contributing technology to a standard, or using a standard in the development of a Dialog technical product, employees must receive approval from their Senior Vice President and Dialog's Intellectual Property Strategy group as well as request Legal review of any related membership or contribution agreements.

## 16. Accuracy of Records and Reports

Accurate records are critical to meeting Dialog's legal, financial, and management obligations. Ensure that all records and reports, including timecards, customer information, technical and product information, correspondence, and public communications, are full, fair, accurate, timely, and understandable. Never misstate facts, omit critical information, or modify records or reports in any way to mislead others, and never assist others in doing so.

All employees and directors who are involved in public communication or regulatory filing of information regarding Dialog's financial and business condition must follow Dialog's disclosure controls and procedures and take appropriate steps to ensure such information is full, fair, accurate, timely and understandable.

## 17. Fraud and Deception

### *What is fraud?*

*Fraud, in general terms, is an intentional act committed to secure dishonest gain and/or cause loss to another.*

All employees should be alert to risks of fraud, misappropriation and other irregularities such as fraudulent financial reporting, misappropriation of assets, expenditures and liabilities for improper purposes, fraudulently obtained revenue or assets or avoided costs or expenses. You should report any suspected fraud immediately to your manager, Finance, and Legal or the Business Conduct Hotline and adhere to Dialog's standards, policies, procedures and controls to provide an environment which will minimise the opportunity for fraud.

[www.dialog-semiconductor.com](http://www.dialog-semiconductor.com)



## 18. Records, Information Management and Legal Hold

As a Dialog employee, you have a responsibility to manage records and information. The definition of “records and information” is extremely broad. Information includes all documents and data. Something is called a ‘record’ if it has enduring business value. Records must be kept according to Dialog’s policies for legal, accounting and other regulatory requirements.

At times, Dialog may need to retain records and information beyond the period they would normally be kept. The most common reasons are litigation, other legal matters or audits.

In these situations, retention and preservation of records and information is critical. If you have records and information that may be required for litigation or other legal matters, the legal department will place those documents on a “legal hold”, meaning the records and information cannot be altered, destroyed, deleted, or modified in any manner. Legal will notify the individuals most closely identified with the records and information about the legal hold and will provide instructions for retaining the records and information. Recipients of a legal hold must ensure that these instructions are followed. A legal hold remains in effect until you are notified by the Legal department in writing.

*In the next section...*

---

*Items 19-32 cover business and customer relationships, and how we work with our partners.*

## 19. Customer Focus

Every product we make and every service we provide is for our customers. We focus on providing innovative, high-quality products and demonstrating integrity in every business interaction. Always apply these principles of business conduct in this Code and the Spirit of Dialog.

## 20. Customer and Third-Party Information

Customers, suppliers, and others disclose confidential information to Dialog for various business purposes. It is the responsibility of every Dialog employee to protect and maintain the confidentiality of this information. Failure to protect customer and third-party information may damage relations with customers, suppliers, or others and may result in legal liability.

## 21. Non-Disclosure / Confidentiality Agreements

When dealing with a customer, supplier, vendor, or other third party, never share confidential information without your manager's approval unless the information has already been classified for disclosure. Also, never share confidential information outside Dialog (for example, with vendors, suppliers, or others) unless a non-disclosure or confidentiality agreement is in place. These agreements document the need to maintain the confidentiality of the information. Copies of signed non-disclosure agreements must be forwarded to the Legal department (contracts@diasemi.com). Limit the amount of confidential information shared to the minimum necessary to address the business need.

## 22. Obtaining and Using Business Intelligence

Dialog legitimately collects information on customers and markets in which we operate. Dialog does not seek business intelligence by illegal or unethical means. Sometimes information is obtained accidentally or is provided to Dialog by unknown sources. In such cases, it may be unethical to use the information, and you should immediately contact your manager or Legal to determine how to proceed.

## 23. Third-Party Intellectual Property

It is Dialog's policy not to knowingly use the intellectual property of any third party without permission or legal right. If you are told or suspect that Dialog may be infringing or misappropriating an intellectual property right, including patents, copyrights, trademarks, or trade secrets owned by a third party, you should contact Legal.

## 24. Copyright- Protected Content

## 25. Giving and Receiving Business Gifts

*Is it OK to ...?*

---

*...give a favored customer a Christmas or New Year present?*

*Yes, providing the conditions on the right are met.*

*Is it OK to ...?*

---

*... take a customer or potential customer out to dinner?*

*Yes, providing the conditions on the right are met.*

*Is it OK to ...?*

---

*...give a customer \$20 in advance for a taxi back to the airport?*

*No, but you can reimburse them once they send you the receipt.*

## 26. Business Expenses

Never use or copy software, music, videos, publications, or other copyright-protected content at work or for business purposes unless Dialog is legally permitted to do so. Never use Dialog facilities or equipment to make or store unauthorized copies.

Employees may not give or receive gifts or entertainment to or from current or potential vendors, suppliers, customers, or other business associates unless all of the following conditions are met:

- **Nominal value.** The value of the gift or entertainment is nominal and appropriate to the circumstances. Gifts or entertainment with value in excess of US\$250 per person may only be considered appropriate in rare and unusual circumstances. Discuss any gifts or entertainment with a value approaching US\$250 per person with your senior vice president, or if you are a Senior Vice President, with Dialog's CEO or General Counsel.
- **Customary.** The item is a customary business gift and would not embarrass Dialog if publicly disclosed. Before offering a gift or entertainment, check with the person or their organization to determine whether doing so would violate their policies. Cash is never an acceptable gift. Giving or receiving cash is generally viewed as a bribe or kickback and is always against Dialog policy.
- **No favored treatment.** The purpose of the gift is not to obtain special or favored treatment.
- **Legal.** Giving or accepting the gift is legal in the location and under the circumstances where given, and local tax requirements are met.
- **Recipient is not a government official.** Never provide a gift, including meals, entertainment, or other items of value, to a government official without approval of the Legal department in advance.

This policy does not preclude Dialog as an organization from receiving, providing or evaluating complimentary products or services, or from making charitable donations. It is not intended to preclude Dialog from giving or lending equipment to a company or organization, provided the gift or loan is openly given, consistent with legal requirements, and in Dialog's business interests. The policy also does not preclude the attendance of Dialog employees at business-related social functions, if attendance does not create a conflict of interest. See Dialog's Anti-Financial Crime Policy for more information and refer any questions to your manager or Legal.

All employees must observe policies and procedures regarding business expenses, such as meal and travel expenses, and submit accurate expense reimbursement requests. See Dialog's Corporate Travel Policy for more information and refer any questions to Finance.

[www.dialog-semiconductor.com](http://www.dialog-semiconductor.com)

## 27. Money Laundering

Money laundering is the process by which individuals or organizations try to conceal illicit funds or make these funds look legitimate. Money laundering is strictly prohibited. The laws in certain countries require Dialog to report suspicious activity. If you deal directly with customers or vendors, the following examples may be indications of potential money laundering:

- Attempts to make large payments in cash. (Cash payments are exceptionally rare, and only acceptable with written approval of the CFO.)
- Payments by someone who is not a party to the contract.
- Requests to pay more than provided for in the contract.
- Payments made in currencies other than specified in the contract.
- Payments from an unusual, non-business account.
- Transactions forming an unusual pattern such many repetitive cash payments.

See Dialog's Anti-Financial Crime Policy for more information and refer any specific questions to Finance or Legal.

## 28. Side Deals or Side Letters

*Is it OK to ...?*

*Change a contract once agreed?*

*Yes, provided the changes are in writing and agreed by both parties. Where relevant, you may also need you manager or Dialog's legal team to approve the change.*

All the terms and conditions of agreements entered into by Dialog must be formally documented. Contract terms and conditions define the key attributes of Dialog's rights, obligations, and liabilities and can also dictate the accounting treatment given to a transaction. Making business commitments outside of the formal contracting process, through side deals, side letters, or otherwise, is unacceptable. You should not make any oral or written commitments that create a new agreement or modify an existing agreement without approval through the formal contracting process. See Dialog's General Authorisation Policy for more information and refer any specific questions to Finance.

Agreements with competitors are subject to rigorous scrutiny in all countries. Competitors are expected to compete, and compete aggressively on all terms. Agreements with our resellers, distributors, and suppliers can also give rise to scrutiny, particularly if Dialog has a leading position in the market. You should not:

- Agree with competitors or exchange information with competitors on price, policies, contract terms, costs, inventories, marketing plans, capacity plans, or other competitively significant terms.
- Agree with competitors to divide sales territories, products, or assign customers.
- Agree with resellers on the resale pricing of Dialog products without Legal approval. Resellers must be free to determine their own resale prices.
- Violate fair bidding practices or provide information to benefit one vendor over other vendors.
- Engage in pricing or practices that could defraud a supplier or others.

## 29. Competition and Trade Practices

*Remember: Always consult Legal whenever you have a question.*

## 30. Endorsements

## 31. Open Source Software

## 32. Supply Chain

### *What if...?*

---

*I am involved in a supplier selection process and one of the suppliers sends me a nice gift as show of goodwill. The gift doesn't change my opinion and I still plan to make my decision based solely on Dialog's best interests. May I keep the gift?*

*No. Especially during the selection process, receiving such a gift creates the appearance of impropriety. We should decline any gifts given in such a circumstance and should report the matter to a manager. Although you may be prepared to make an objective decision, this gift could still give the appearance of the potential supplier having won our favor over another.*

### *In the next section....*

---

*Items 33-40 of this document our relationships with governments and communities.*

When representing Dialog, never officially endorse a product or service of another business or an individual unless the endorsement has been approved by your manager and Corporate Communications.

Open source software is software for which the source code is available without charge under free software or open source licenses. These license terms vary widely and may lead to a conflict of interest with Dialog and compromise Dialog's and our customers' intellectual property rights. Before using, modifying, or distributing any open source software for Dialog infrastructure or as part of a Dialog product or service development effort, you must consult with your manager for approval and ensure that all appropriate documentation is completed. For more information or specific questions please contact Legal.

Responsible supply chain management is particularly important given Dialog's fabless business model and customer requirements. This not only includes operational and commercial aspects, but also labor, human rights, health, safety, environmental, legal compliance and business ethics. Dialog requires our major suppliers to comply with the Responsible Business Alliance (formerly Electronics Industry Citizenship Coalition) Code of Conduct. We also support the United Nations Global Compact and are committed to preventing practices such as forced labor and human trafficking and we expect our suppliers to do likewise.

Labor, human rights, health, safety, environmental, legal or business ethics violations by Dialog's suppliers or vendors can result in significant reputational, contractual or commercial harm to Dialog and Dialog's customers. If you become aware of potentially illegal or unethical practices by Dialog's suppliers or vendors, notify the Dialog employee responsible for the relationship (or their manager) and Legal.

Always conduct supplier and vendor negotiations, selection and management transparently and in Dialog's best interests. Notify your manager or Legal if you have concerns about whether a supplier or vendor relationship is being managed inappropriately or other than strictly on business considerations. See Dialog's Corporate Procurement / Purchasing Policy for more information and refer specific questions to Purchasing or Procurement.

Do not enter into agreements or make commitments on behalf of Dialog without proper authorization and following the formal contracting process. See the General Authorisation Policy for more information and refer specific questions to Finance or Legal.

## 33. Governments as Customers

It is highly unusual for Dialog to have any government contracts. Governments often place special bidding, pricing, disclosure, and certification requirements on firms with which they do business. Discuss these requirements with Legal before bidding for government business.

It may be illegal to give a gift, even an inexpensive meal or a T-shirt, to a government employee. The rules vary depending on the location and job position of the government employee. To prevent violations, obtain approval for any gifts or hospitality to government officials with Legal before giving a gift or providing hospitality.

## 34. No Bribery or Corruption

At Dialog, we do not offer or accept bribes or kickbacks in any form to or from anybody and we do not tolerate corruption, including tax evasion, in connection with any of our business dealings. You may not offer or receive bribes or kickbacks to, or from, any individual, whether that individual is a government official or a private party. For additional information, see Dialog's Anti-Financial Crime Policy.

## 35. Political Contributions

Dialog does not make corporate political contributions, whether monetary or in-kind (such as the donation/ lending of equipment or technical services to a political campaign), without approval by Dialog's shareholders and Board of Directors. Employees may not use Dialog assets (including employee work time, or use Dialog premises, equipment, or funds) to personally support political candidates or campaigns.

*Is it OK to...?*

*... volunteer for political office?*

*Yes, providing a) you do it in your own time, b) you do not use Dialog assets or resources, and c) you are clear that you are doing this in a personal capacity and not on behalf of Dialog.*

## 36. Trade Restrictions and Export Controls

Many countries periodically impose restrictions on exports and other dealings with certain countries, persons, or groups. Export laws may control trading of commodities or technologies that are considered to be strategically important because they have the potential to be used for military purposes or for other reasons. Laws may cover travel to or from a sanctioned country, imports or exports, new investments, and other related topics. Certain laws also prohibit support of boycott activities.

If your work involves the sale or shipment of products, technologies, or services across international borders, check with Legal to ensure compliance with all laws or restrictions that apply.

[www.dialog-semiconductor.com](http://www.dialog-semiconductor.com)



## 37. Environment, Health and Safety (EHS)

Dialog operates in a manner that conserves the environment and is committed to the safety and health of our employees. Conduct your job safely and consistently with applicable EHS requirements. Use good judgment and always put the environment, health, and safety first. Be proactive in anticipating and dealing with EHS risks. Employees are expected to follow local procedures and policies where applicable. See Dialog's Quality and Environment Manual for more information and refer specific questions to Quality.

## 38. Charitable Donations

Employees are encouraged to support charitable causes as long as that support is provided without the use or furnishing of Dialog assets (including employee work time or use of Dialog premises, equipment, or funds) other than as permitted in Dialog's Corporate Giving Policy. Any charitable donations involving Dialog assets require adherence to the Corporate Giving Policy and prior approval of the Chief Financial Officer.

## 39. Community Activities

At Dialog, we comply with applicable laws and regulations and strive to operate in ways that benefit the communities in which we conduct business. Dialog encourages you to do the same.

## 40. Public Positions

If you hold an elected or appointed public office while employed at Dialog, please inform Legal. Excuse yourself from involvement in any decisions that might create or appear to create a conflict of interest.

*In the next section....*

---

*The final page of this document covers your obligation to take action where required.*

## Your Obligation to Take Action

## Business Conduct Hotline

*Dialog will not retaliate—and will not tolerate retaliation—against any individual for reporting a concern in good faith with the Business Conduct Hotline.*

*Information on contacting the Business Conduct Hotline—including via email ([dialog@expolink.com](mailto:dialog@expolink.com)), toll-free telephone, and web access—is available on posters in office locations and at <https://wrs.expolink.co.uk/dialog>.*

## Further Information

Always apply these principles of business conduct, follow Dialog policies, and comply with laws and regulations. When you are unsure, take the initiative to investigate the right course of action. Check with your manager, HR, Legal, Internal Audit, or Finance, and review our policies on the intranet.

If you know of a possible violation of Dialog's Code of Business Conduct or legal or regulatory requirements, you are required to notify your manager (provided your manager is not involved in the violation), HR, Legal, or the Business Conduct Hotline, as appropriate. Failure to do so may result in disciplinary action. Employees must cooperate fully in any Dialog investigation and keep their knowledge and participation confidential to help safeguard the integrity of the investigation.

The Business Conduct Hotline is available 24/7 to all employees worldwide to help answer your questions on business conduct issues, policies, regulations, and compliance with legal requirements. It also allows you to advise Dialog of situations that may require investigation or management attention. It is also available to third parties such as customers or suppliers to register concerns or possible violations.

The Business Conduct Hotline is committed to keeping your issues and identity confidential. If you would be more comfortable doing so, you may contact the Hotline anonymously. Your information will be shared only with those who have a need to know, such as those involved in answering your questions or investigating and correcting issues you raise. If your information involves accounting, finance, or auditing, that information may be shared with the Audit Committee of the Dialog Board of Directors.

Due to legal restrictions, anonymous use of the Business Conduct Hotline is not encouraged in certain countries. The Business Conduct Hotline does allow for anonymous reporting but anonymous reports may make it more difficult for Dialog to take action to resolve the situation. For more information, refer to the Whistleblowing Policy and our third party hotline provider's website: <https://wrs.expolink.co.uk/dialog>.

The policies referenced in this Code of Business Conduct can be found in the Business Policies section of Dialog's intranet site.

Questions regarding this Code of Business Conduct can be addressed to Legal ([legal@diasemi.com](mailto:legal@diasemi.com)).

***Dialog's Code of Business Conduct does not form part of any employee's contract of employment or create an employment relationship where one does not otherwise exist. We may amend it at any time. Application of this Code is subject to local law and works council or similar required consultations and endorsements.***